

Pursuant to Rule C(3) of the Supplemental Rules for Admiralty of the Federal Rules of Civil Procedure and Admir. L.R. 9-1(a) of this Court, Plaintiffs, Chelsea, LLC, Mark Russo, Allen Loretz, and Ivan Simpson ("Plaintiffs"), hereby request *ex parte* that the Court appoint a substitute custodian in lieu of the United States Marshal for the Northern District of California for the vessel COSCO BUSAN, a commercial container vessel, IMO number 9231743, 65131 gross tonnage, year of build 2001, her engines, tackle, furniture, apparel (hereinafter the "Vessel" or "COSCO BUSAN").

1. An introduction and factual summary of this matter is included in Plaintiffs' concurrently filed *Ex Parte* Application for an Order for Arrest, as well as Plaintiffs' Verified First Amended Complaint. Those papers are hereby incorporated into this application by this reference as though fully set forth herein.

2. It is contemplated that the U.S. Marshal will seize Defendant Vessel COSCO BUSAN Forthwith pursuant to a warrant of arrest authorized by Order of this Court and issued by the Clerk.

3. The Vessel will need to be safely stored and maintained during the period of arrest, with 24-hour security provided.

4. The proposed Substitute Custodian, Marine Lenders Services, LLC, has the ability, experience, expertise and the resources within the District to provide all services required for the preservation, storage, and safekeeping of the Vessel during the pendency of this action.

5. In consideration for of the U.S. Marshal's consent to the substitution of custody, Plaintiffs will agree to release the United States and the U.S. Marshal from any

and all liability and responsibility arising out of the care and custody of the Vessel after it has been released to the substitute custodian. As shown in the attached certification of Buck Fowler, Jr., Managing Member of Marine Lenders Services, LLC, the proposed Substitute Custodian, agrees to hold harmless and indemnify the United States and the U.S. Marshal's Service from any and all claims whatsoever arising out of the Substitute Custodian's negligence in possession and safekeeping of the Vessel.

6. Pursuant to Admir. L.R. 9-1 (a) of this Court, after a vessel has been arrested and brought into the custody of the United States Marshal, the Court may appoint a substitute custodian in place of the Marshal by order of the Court.

7. The proposed Substitute Custodian is able and willing to perform custodial services at a rate substantially lower than the Marshal. The appointment of the proposed Substitute Custodian would therefore avoid economic waste to the detriment of Plaintiffs, Defendants, the Vessel, and any other creditors who may have a claim against the Vessel.

8. Plaintiffs further request that the expenses of the substitute custodian in keeping the Vessel in *custodia legis* be taxed as costs in this action. See *New York Dock Co. v. S.S. Poznan*, 274 U.S. 117 (1927); *Boeing Co. v. M/V Spirit of Discovery*, 654 F. Supp. 740, 742 (W.D. Wash. 1986).

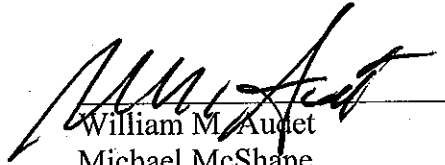
CONCLUSION

Plaintiffs respectfully request that the Court issue an Order appointing Marine Lenders Services, LLC as substitute custodian of the Vessel until further order of this Court, Plaintiffs further requests that the Court order that all expenses incurred in safekeeping and maintaining the Vessel while under arrest be taxed as costs in this action.

Respectfully submitted,

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*On Behalf of Plaintiffs and
the Class*